

WC-07-159

BINGHAM

FCC/MELLON JUL 25 2007

Please Date Stamp & Return

Brett P. Ferenchak
brett.ferenchak@bingham.com

July 25, 2007

DOCKET FILE COPY ORIGINAL

Via Courier

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau - CPD - 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: In the Matter of the Joint Application of General Electric Capital Corporation, Transferor, Indiana Fiber Works LLC, Licensee, and CII Holdco, Inc., Transferee, for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules to Complete a Transfer of Control of Indiana Fiber Works LLC, an Authorized Domestic and/or International Section 214 Carrier, to CII Holdco, Inc.

Dear Ms. Dortch:

On behalf of General Electric Capital Corporation, Indiana Fiber Works LLC ("IFW") and CII Holdco, Inc. ("Transferee") (collectively, "Applicants"), enclosed please find an original and six (6) copies of an application for Section 214 authority for the transfer of control of IFW to Transferee. Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application ("Combined Application").

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's Rules. Applicants are simultaneously filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,


Brett P. Ferenchak

Counsel for Applicants

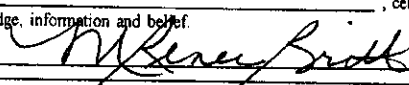
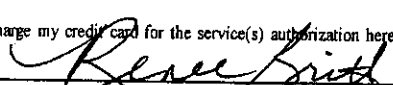
Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Walnut Creek
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T 202.373.6000
F 202.373.6001
bingham.com

A/72107807.1

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

(1) LOCKBOX # 358145		SPECIAL USE ONLY FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Bingham McCutchen LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 c/o Brett Ferenchak			
(5) STREET ADDRESS LINE NO. 2 2020 K Street NW, 10th Floor			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-373-6000		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004353900		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Indiana Fiber Works LLC			
(14) STREET ADDRESS LINE NO. 1 625 East 11th Street			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Indianapolis		(17) STATE IN	(18) ZIP CODE 46202
(19) DAYTIME TELEPHONE NUMBER (include area code) 317-524-5711		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0014155386		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, M. Renee Britt, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE 		DATE 7/25/2007	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA <input checked="" type="checkbox"/> AMEX _____ DISCOVER _____			
ACCOUNT NUMBER REDACTED		EXPIRATION DATE REDACTED	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
SIGNATURE 		DATE 7/25/2007	

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)Page No 2 of 3

SPECIAL USE

FCC ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

General Electric Capital Corporation

(14) STREET ADDRESS LINE NO. 1

401 Merritt 7

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Norwalk

(17) STATE

CT

(18) ZIP CODE

06851

(19) DAYTIME TELEPHONE NUMBER (include area code)

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0013756523

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)Page No 3 of 3

SPECIAL USE

FCC ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

CII Holdco, Inc.

(14) STREET ADDRESS LINE NO. 1

2010 8th Street

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Boulder

(17) STATE

CO

(18) ZIP CODE

80302

(19) DAYTIME TELEPHONE NUMBER (include area code)

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0016555849

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159-C

FEBRUARY 2003 (REVISED)

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)
)
)

General Electric Capital Corporation, Transferor,)
Indiana Fiber Works LLC, Licensee,)
)

File No. ITC-T/C-2007 _____

and)
)
)

WC Docket No. 07- _____

CII Holdco, Inc., Transferee)
)
)

For Grant of Authority Pursuant to)
Section 214 of the Communications Act of 1934,)
as amended, and Sections 63.04 and 63.24 of the)
Commission's Rules to Complete a)
Transfer of Control of Indiana Fiber Works LLC,)
an Authorized Domestic and International)
Section 214 Carrier, to CII Holdco, Inc.)

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

General Electric Capital Corporation ("GE" or "Transferor"), Indiana Fiber Works LLC ("IFW" or "Licensee") and CII Holdco, Inc. ("CII" or "Transferee") (collectively, "Applicants"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request Federal Communications Commission ("Commission") approval or such authority as may be necessary or required to enable the parties to consummate a

transaction whereby CII will acquire control of Licensee, a non-dominant carrier holding authority from the Commission to provide telecommunications services.

Although the proposed transaction will result in a change in the ownership of Licensee, no transfer of authorizations, assets or customers will occur as an immediate consequence of the proposed transaction. Licensee will continue to provide service to its existing customers pursuant to their authorizations under the same rates, terms and conditions. Accordingly, this transaction will be transparent (except for the name change of Licensee described below) to the customers of Licensee.

B. Request for Expedited Consideration

As set forth below, CII has significant financial resources and its management team has substantial experience in owning and/or operating regulated telecommunications providers. As a result, the proposed transaction is structured to ensure that existing customers of Licensee will continue to enjoy uninterrupted service and, immediately following the proposed transaction, customers of Licensee will continue to receive services under the same rates, terms and conditions as those services are presently provided. In light of the substantial benefits that the Applicants expect from the proposed transaction, Applicants seek expedited approval to allow Applicants to complete the proposed transaction as soon as possible.

C. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10

percent, and the *Transferee (and its Affiliates)* will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. Indiana Fiber Works LLC

IFW is a limited liability company formed on November 19, 2002 under the laws of the State of New York. IFW is a wholly owned subsidiary of General Electric Capital Corporation. IFW primarily provides dark fiber access for private networks and customer-operated wholesale and retail telecommunication networks. IFW also provide interstate high-capacity telecommunications services for enterprise customers and carriers and other network providers. Specifically, IFW provides telecommunications services in Indiana and interstate dark fiber services in Illinois Indiana, and Ohio.

Licensee holds (1) blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R. § 63.01 and (2) international Section 214 authority to provide global resale services granted in File No. ITC-214-20060523-00284 (June 15, 2006).

B. CII Holdco, Inc.

CII is a Delaware corporation that is wholly owned by Communications Infrastructure Investments, LLC ("CII-Parent" and together with CII, the "Company"), a Delaware limited liability company. CII and CII-Parent have a principal office located at 2010 8th Street, Boulder, Colorado 80302. The Company was recently organized to acquire and support long-term development of fiber-based bandwidth solutions-oriented businesses. The pending acquisition of the PPL Telcom, LLC and PPL Prism, LLC was the first step to realizing this business plan of the Company.¹ The purchase of IFW furthers the business plan. The Company has the technical, managerial, and financial qualifications to acquire control of Licensee. The Company is operated by a highly qualified management team, all of whom have extensive backgrounds in the telecommunications industry.

III. DESCRIPTION OF THE TRANSACTION

GE, IFW and CII entered into a Purchase Agreement dated as of July 20, 2007 (the "Agreement") whereby CII will purchase from GE all of the membership interests in IFW. As a result, CII will acquire direct control of IFW. For the Commission's convenience, pre- and post-transaction corporate structure charts are provided as Exhibit A. Applicants therefore request authority for the transfer of control of Licensee to CII. Immediately following the consummation of the proposed transaction, Licensee will continue to offer service with no change in the rates or terms and conditions of service. Within 30 days of the completion of the transaction, IFW will change its name to a name to be selected by CII in the near future.²

¹ See WC Docket No. 07-132; IB File No. ITC-T/C-20070620-00239.

² Licensee will file a letter indicating its new name once the name changes. In addition, Licensee will provide its customers at least 30 days prior notice of the name change.

Therefore, the transfer of control of Licensee *will be seamless and transparent* (except for the name change) to customers.

IV. PUBLIC INTEREST STATEMENT

Applicants submit that the transaction described herein will serve the public interest. The proposed transaction will provide the Licensee access to CII's substantial technical and management expertise and financial resources. These benefits are expected to strengthen the ability of the Licensee to expand its offerings and provide more advanced telecommunications services to a broader customer base. Applicants expect that the proposed acquisition will enable the Licensee to strengthen its competitive positions to the benefit of consumers and the telecommunications marketplace.

Further, the transaction will be conducted in a manner that will be transparent (except for Licensee's name change) to customers of Licensee. The transfer of control of the Licensee will not result in a change of carrier for customers or any assignment of authorizations. Following consummation of the proposed transaction, the Licensee will continue to provide high-quality communications services to their customers without interruption and without immediate change in rates, terms or conditions.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferor:

General Electric Capital Corporation
401 Merritt 7
Norwalk, CT 06854

FRN: 0013756523

Licensee:

Indiana Fiber Works LLC
625 East 11th Street
Indianapolis, IN 46202
(317) 524-5711 (Tel)

FRN: 0014155386

Transferee:

CII Holdco, Inc.
2010 8th Street
Boulder, Colorado 80302
(303) 381-4664 (Tel)

FRN: 0016555849

(b) Jurisdiction of Organizations:

Transferor: GE is a corporation formed under the laws of the State of Delaware.

Licensee: IFW is a limited liability company formed under the laws of the State of New York.

Transferee: CII is a corporation formed under the laws of the State of Delaware.

(c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For Applicants:

Andrew D. Lipman
Brett P. Ferenczak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
(202) 373-6697 (Tel)
(202) 373-6001 (Fax)
andrew.lipman@bingham.com
brett.ferenczak@bingham.com

With copies to:

Scott E. Beer
General Counsel
CII Holdco, Inc.
2010 8th Street
Boulder, Colorado 80302
(303) 381-4664 (Tel)
(303) 226-5923 (Fax)
sbeer@ciinvestgroup.com

With copies to:

Joseph E. Sharkey
General Manager
Indiana Fiber Works LLC
625 East 11th Street
Indianapolis, IN 46202
(317) 524-5711 (Tel)
(317) 524-5721 (Fax)
joe.sharkey@tmng.com

(d) Section 214 Authorizations

Licensee holds (1) blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R. § 63.01 and (2) international Section 214 authority to provide global resale services granted in File No. ITC-214-20060523-00284 (June 15, 2006).

CII does not hold any domestic or international Section 214 authority. CII does not own or control any other entity that holds domestic or international Section 214 authority. CII is in the process of acquiring PPL Telecom, LLC and PPL Prism, LLC, which hold Section 214 authority.³ The domestic and international Section 214 Applications requesting approval of the transfer of control of Telecom and Prism are pending in WC Docket No. 07-132 and IB File No. ITC-T/C-20070620-00239.

As described in Section VI(a)(7), the Company is Affiliated through its investors with the following telecommunications carriers: (1) PRWireless, Inc.; (2) Airband Communications, Inc.; (3) CSDRS, LLC; (4) CCTV Wireless; (5) New Global Telecom, Inc.; (6) Triad AWS, LLC; (7) Horizon Wi-Com, LLC; (8) Cavalier Telephone, LLC, Cavalier Telephone Mid-Atlantic, LLC, Elantic Telecom, Inc., Cavalier Networks, LLC, Talk America, Inc., LDMI Telecommunications, Inc., Network Telephone Corporation and The Other Phone Company; (9) Nuvox, Inc., Florida Digital Network, Inc. d/b/a FDN Communication, Southern Digital Network, Inc. d/b/a FDN Communication; (10) Cleveland Unlimited, LLC; and (11) TX-11 Acquisition, LLC (d/b/a Cellular One of East Texas).

- (h) (Answer to Questions 11 & 12)** The following entities own directly or indirectly 10% or more of Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:⁴

³ Telecom and Prism hold blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R. § 63.01. Telecom also holds international Section 214 authority to provide global resale services granted in File No. ITC-214-20020103-00004 (Jan. 23, 2002). Prism does not provide international services.

⁴ While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, see 47 C.F.R. §§ 63.04(b), 63.24(3)(2), Applicants are

Pre-Transaction Ownership of Indiana Fiber Works LLC:

- 1) The following entity currently holds a ten percent (10%) or greater direct interest in Indiana Fiber Works LLC:

Name: General Electric Capital Corporation
Address: 401 Merritt 7
Norwalk, CT 06851
Citizenship: U.S.
Principal Business: Financial Services
% Interest: 100%

- 2) The following entity currently holds a ten percent (10%) or greater direct interest in General Electric Capital Corporation:

Name: General Electric Capital Services, Inc.
Address: 260 Long Ridge Road
Stamford, CT 06927
Citizenship: U.S.
Principal Business: Financial Services
% Interest: 100%

- 3) The following entity currently holds a ten percent (10%) or greater, direct or indirect, interest in General Electric Capital Services, Inc.:

Name: General Electric Company
Address: P.O. Box 2216
Schenectady, NY 12301
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 99%

General Electric Company is a widely-held public corporation with, to the best of Applicants' knowledge, no person or entity owning or controlling 10% or more of its stock. Therefore, other than the foregoing, to the best of the Applicants' knowledge no other person or entities currently directly or indirectly owns or controls 10% or more of the Licensee.

providing ownership information for both parties.

Post-Transaction Ownership of IFW:

- 1) The following entity will hold a ten percent (10%) or greater direct interest in **Indiana Fiber Works LLC**:

Name: CII Holdco, Inc.
Address: 2010 8th Street
Boulder, Colorado 80302
Citizenship: U.S.
Principal Business: Telecommunications
% Interest: 100%

Pre- and Post-Transaction Ownership of Transferee:

- 1) The following entity and individual currently holds and, upon completion of the transaction, will continue to hold a ten percent (10%) or greater direct interest in **CII Holdco, Inc.**:

Name: Communications Infrastructure Investments, LLC
Address: 2010 8th Street
Boulder, Colorado 80302
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100%

- 2) The following entities and individuals currently hold and, upon completion of the transaction, will continue to hold a ten percent (10%) or greater, direct or indirect, interest in **Communications Infrastructure Investments, LLC ("CII-Parent")**:

Name: Oak Investment Partners XII, Limited Partnership
("Oak Investment XII")
Address: 525 University Avenue, Suite 1300
Palo Alto, CA 94301
Citizenship: U.S.
Principal Business: Investments
% Interest: 27.2% (directly in CII-Parent)

Name: Oak Associates XII, LLC ("Oak Associates")
Address: 525 University Avenue, Suite 1300
Palo Alto, CA 94301
Citizenship: U.S.
Principal Business: Investments
% Interest: 27.2% (indirectly as general partner of Oak Investment XII)

The following individuals are the executive managing members of Oak Associates, are all U.S. citizens, and can be reached through Oak Associates:

Bandel L. Carano
Edward F. Glassmeyer
Ann H. Lamont
Fredric W. Harman

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in the Company through Oak Investments XII.

Name:	M/C Venture Partners VI, L.P. ("MCVP VI")
Address:	75 State Street, Suite 2500 Boston, MA 02109
Citizenship:	U.S.
Principal Business:	Investments
% Interest:	26.4% (directly in CII-Parent)
Name:	M/C VP VI, L.P.
Address:	75 State Street, Suite 2500 Boston, MA 02109
Citizenship:	U.S.
Principal Business:	Investment Management
% Interest:	26.4% (indirectly as the general partner of MCVP VI)
Name:	M/C Venture Partners, LLC
Address:	75 State Street, Suite 2500 Boston, MA 02109
Citizenship:	U.S.
Principal Business:	Investment Management
% Interest:	26.4% (indirectly as the general partner of M/C VP VI, L.P.)

The following individuals are the managing members of M/C Venture Partners, LLC, are all U.S. citizens, and can be reached through M/C Venture Partners, LLC:

James F. Wade
David D. Croll
Matthew J. Rubins
John W. Watkins
John Van Hooser

Mr. Wade and Mr. Croll are also two of the five managers of M/C Venture Investors, L.L.C., which has a 0.8% direct interest in CII-Parent.

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in the Company through MVCP VI.

Name: Columbia Capital Equity Partners IV (QP), L.P.
("Columbia Capital IV")
Address: 201 N. Union Street, Suite 300
Alexandria, VA 22314
Citizenship: U.S.
Principal Business: Investments
% Interest: 24.0% (directly in CII-Parent)

Name: Columbia Capital IV, LLC
Address: 201 N. Union Street, Suite 300
Alexandria, VA 22314
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 27.2% (indirectly in CII-Parent as the
general partner of (i) Columbia Capital
Equity Partners IV, L.P. which is the general
partner of both Columbia Capital IV and
Columbia Capital Equity Partners IV
(QPCO), L.P. (3.0% direct interest in CII-
Parent) and (ii) of Columbia Capital
Employee Investors IV, L.P. (0.2% direct
interest in CII-Parent))

The following individuals are the managing members of Columbia Capital IV, LLC, are all U.S. citizens, and can be reached through Columbia Capital IV, LLC

James B. Fleming, Jr.
R. Philip Herget, III
Harry F. Hopper III

To the Company's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in the Company through Columbia Capital IV or Columbia Capital IV, LLC.

Name: Battery Ventures VII, L.P. ("Battery Ventures VII")
Address: Reservoir Woods
930 Winter Street, Suite 2500
Waltham, MA 02451
Citizenship: U.S.
Principal Business: Investments
% Interest: 10.7% (directly in CII-Parent)

Name: Battery Partners VII, LLC
Address: Reservoir Woods
930 Winter Street, Suite 2500
Waltham, MA 02451
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 10.8% (indirectly in CII-Parent as general partner of Battery Ventures VII and managing member of Battery Investment Partners VII, LLC (0.2% direct interest in CII-Parent))

The following individuals are Managing Members of Battery Partners VII, LLC, are all U.S. citizens, and can be reached through Battery Partners VII, LLC:

Tom Crotty (Executive Managing Member)
Rick Frisbie
Ken Lawler
Morgan Jones
Scott Tobin
Dave Tabors
Mark Sherman
Roger Lee

Tom Crotty has been designated as the Executive Managing Member by the Managing Members, and is responsible for the day to day management of the Battery Partners VII, LLC.

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in the Company through Battery Ventures VII.

No other person or entity, directly or indirectly, owns or controls a 10% or greater interest in CII through CII-Parent.

No entity that owns owns or controls 10% or more of CII through CII-Parent has an interlocking directorate with any foreign carrier.

- (i) (Answer to Question 14) Transferee certifies that it is not a foreign carrier or affiliated with a foreign carrier.
- (j) (Answer to Question 15) Transferee certifies that it does not seek to provide international telecommunications services to any destination country where:
 - (1) An Applicant is a foreign carrier in that country; or
 - (2) An Applicant controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Transferee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

VI. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

- (a)(6) A description of the proposed Transaction is set forth in **Section III** above.
- (a)(7) (i) IFW provides telecommunications services in Indiana and dark fiber services in Illinois, Indiana, and Ohio.
- (ii) CII does not provide telecommunications services in any state. However, as stated above, CII is currently in the process of acquiring PPL Telcom, LLC and PPL Prism, LLC, which are authorized to provide competitive local exchange and/or interexchange services in District of Columbia, Maryland, New Jersey, New York, Pennsylvania, and Virginia. Telcom and Prism provide telecommunications services in all jurisdictions where authorized.
- (iii) Through MCVP VI, the Company is currently affiliated with (1) PRWireless, Inc., a fixed wireless provider, (2) Airband Communications, Inc., a fixed wireless provider, and (3) CSDRS, LLC, a video relay services provider.

The members of M/C Venture Partners, LLC also control a 10% or greater interest in M/C Venture Partners V, L.P., a Delaware limited partnership ("M/C Partners V"), through their membership interests in M/C VP V, LLC which is the sole general partner of M/C Partners V. In addition, three of the members of M/C Venture Partners, LLC also control a 10% or greater interest in M/C Venture Partners IV, L.P., a Delaware limited partnership ("M/C Partners IV"), through their membership in M/C VP IV, LLC which is the sole general partner of M/C Partners IV.

Specifically, the general partner of M/C Partners IV is M/C VP IV, LLC, a Massachusetts limited liability company. James F. Wade, David D. Croll and Matthew J. Rubins, all U.S. citizens, are the members of M/C VP IV, LLC. As stated in the Application, Messrs. Wade, Croll, and Rubins are also members of M/C Venture Partners, LLC.

The general partner of M/C Partners V is M/C VP V, LLC, a Massachusetts limited liability company. The same four individual U.S. citizens that are members of M/C Venture Partners, LLC are also the members of M/C VP V, LLC.

M/C Partners IV holds approximately a 22.27% voting ownership interest in Cavalier Telephone Corporation ("CTC") and M/C Partners V holds approximately a 29.99% voting ownership interest in CTC. In turn, CTC, a

Delaware corporation, owns 100% of Cavtel Holdings, LLC ("Cavtel"), a Delaware limited liability company that owns (directly or indirectly) 100% of:

- Cavalier Telephone, LLC - a Virginia limited liability company authorized to provide telecommunications services in Virginia;
- Cavalier Telephone Mid-Atlantic, LLC - a Delaware limited liability company authorized to provide telecommunications services in Delaware, the District of Columbia, Maryland, New Jersey and Pennsylvania;
- Elantic Telecom, Inc. - a Virginia corporation authorized to provide telecommunications services in Connecticut, Florida, Georgia, Indiana, Massachusetts, Maryland, Michigan, North Carolina, New Jersey, New York, Ohio, Pennsylvania, Rhode Island and Virginia;
- Cavalier Networks, LLC - a Delaware limited liability company authorized to provide telecommunications services in Pennsylvania and Ohio;
- Talk America, Inc. - a Pennsylvania corporation, authorized to provide local and long distance services virtually throughout the United States;
- LDMI Telecommunications, Inc. - a Michigan corporation authorized to provide local and long distance telecommunications services in Illinois, Michigan and Ohio and long distance services virtually nationwide;
- Network Telephone Corporation - a Florida corporation that provides facilities-based local and long distance services to small and medium-sized businesses in Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee; and
- The Other Phone Company - a Florida corporation, provides local and long distance services in Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee.

M/C Partners IV is not affiliated with any carriers other than through CTC.

M/C Partners V, in addition to its above-described ownership interests, has 10% or greater, direct or indirect, interest in the following telecommunications services providers:

- Nuvox, Inc. (approximately 27% direct interest)- a Delaware corporation, providing telecommunications services in Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky,

Louisiana, Mississippi, Missouri, North Carolina, Ohio, Oklahoma, South Carolina, Tennessee and Virginia;

- Florida Digital Network, Inc. d/b/a FDN Communication (approximately 27% indirect interest) - a Delaware corporation, providing telecommunications services in Florida;
- Southern Digital Network, Inc. d/b/a FDN Communication (approximately 27% indirect interest) - a Delaware corporation, authorized to provide telecommunications services in Alabama, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, south Carolina, and Tennessee;
- Cleveland Unlimited, LLC (approximately 42% direct interest) - a Delaware limited liability company and its operating subsidiaries comprising a non-dominant wireless local and long distance telecommunications service situated in Cleveland, Ohio;
- TX-11 Acquisition, LLC (approximately 40% direct interest) - a Delaware limited liability company (d/b/a Cellular One of East Texas) and its operating subsidiaries that comprise a non-dominant wireless carrier based in Lufkin, Texas;
- PRWireless, Inc. (approximately 19% indirect interest) - a Delaware corporation that owns and operates a non-dominant wireless carrier based in Puerto Rico. As stated in the Application, M/C Partners VI holds a 19% interest in PRWireless, LLC.

(iv) Through Columbia Capital IV, the Company is currently affiliated with (1) PRWireless, LLC, a fixed wireless provider, (2) CCTV Wireless, a spectrum holding entity, (3) New Global Telecom, Inc., wholesaler of managed VoIP services to communications services providers, (4) Triad AWS, LLC, a spectrum holding entity, and (5) Horizon Wi-Com, LLC, a spectrum holding entity.

(v) To the Company's knowledge, the Company is not affiliated with any other telecommunications carriers.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a

dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

- (a)(9) By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.
- (a)(10) Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in Section IV above.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of control of Indiana Fiber Works LLC. Applicants respectfully request expedited treatment to permit Applicants to complete the transaction no later than August 31, 2007.

Respectfully submitted,



Andrew D. Lipman
Brett P. Ferenczak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
(202) 373-6000 (Tel)
(202) 373-6001 (Fax)
andrew.lipman@bingham.com (Email)
brett.ferenczak@bingham.com (Email)

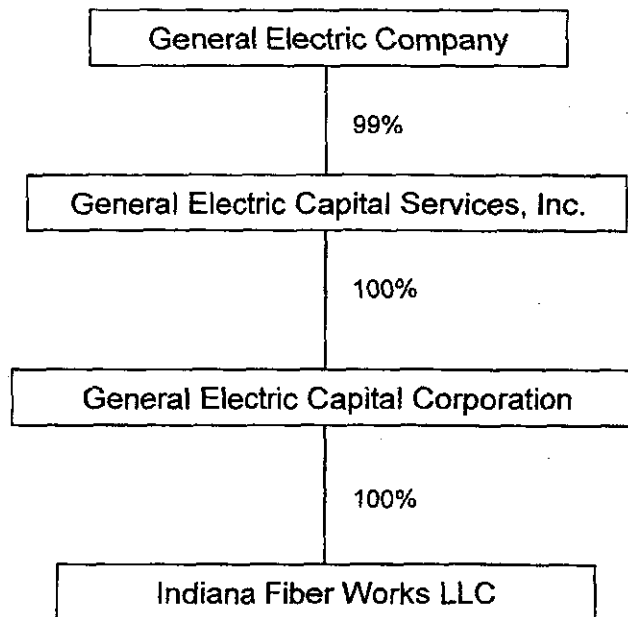
Counsel for the Applicants

Dated: July 25, 2007

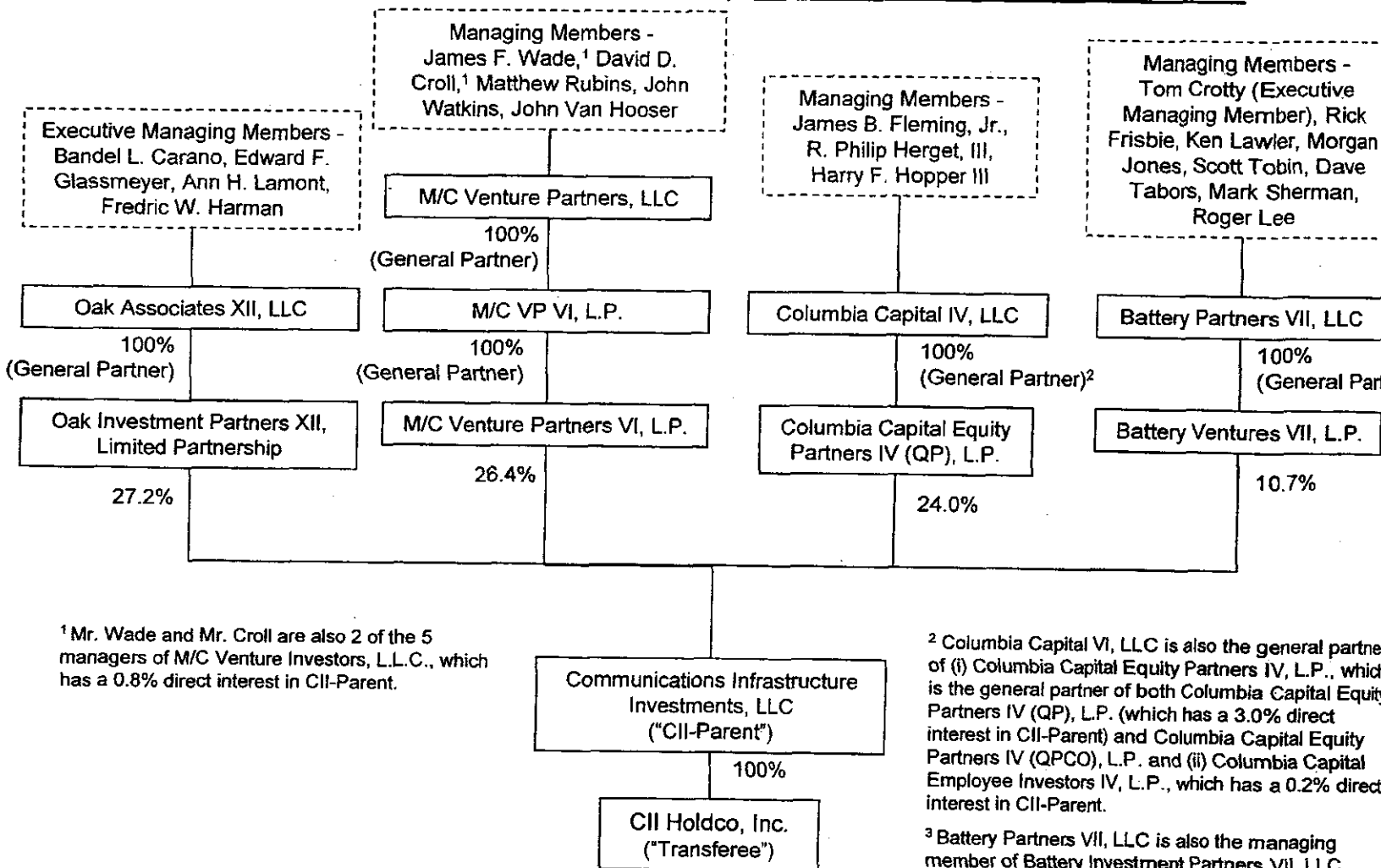
Exhibit A

Pre- and Post-Transaction Corporation Structure Chart

Pre-Transaction Corporate Structure of Licensee



Pre- and Post-Transaction Corporate Structure of Transferee

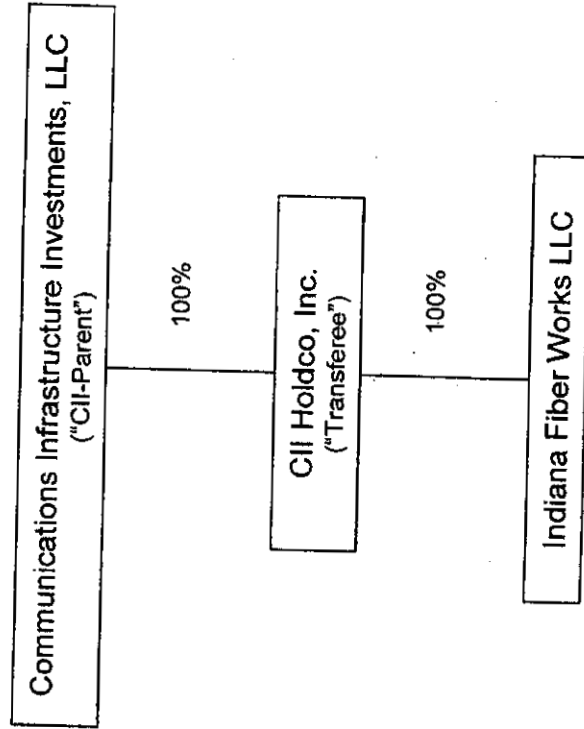


¹ Mr. Wade and Mr. Croll are also 2 of the 5 managers of M/C Venture Investors, L.L.C., which has a 0.8% direct interest in CII-Parent.

² Columbia Capital VI, LLC is also the general partner of (i) Columbia Capital Equity Partners IV, L.P., which is the general partner of both Columbia Capital Equity Partners IV (QP), L.P. (which has a 3.0% direct interest in CII-Parent) and Columbia Capital Equity Partners IV (QPCO), L.P. and (ii) Columbia Capital Employee Investors IV, L.P., which has a 0.2% direct interest in CII-Parent.

³ Battery Partners VII, LLC is also the managing member of Battery Investment Partners VII, LLC, which holds a 0.2% direct interest in CII-Parent.

Post Transaction Corporate Structure of Licensee



Verifications

STATE OF CONNECTICUT
COUNTY OF FAIRFIELD

§
§
§

VERIFICATION

I, Robert McNabb, state that I am the Vice President of Indiana Fiber Works LLC; that I am authorized to make this Verification on behalf of Indiana Fiber Works LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Indiana Fiber Works LLC are true and correct to the best of my knowledge, information, and belief.

Robert McNabb

Robert McNabb
Vice President
Indiana Fiber Works LLC

Sworn and subscribed before me this 25th day of July, 2007.

Mary E. Procaccini
Notary Public

My commission expires 04/30/2010

MARY E. PROCACCINI
NOTARY PUBLIC
MY COMMISSION EXPIRES APR. 30, 2010

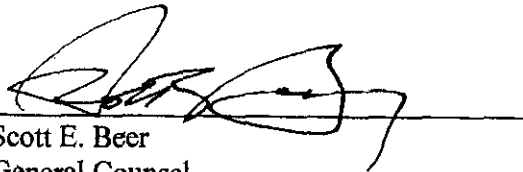
STATE OF COLORADO

COUNTY OF BOULDER

§
§
§


VERIFICATION

I, Scott E. Beer, state that I am the General Counsel of CII Holdco, Inc.; that I am authorized to make this Verification on behalf of CII Holdco, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to CII Holdco, Inc. are true and correct to the best of my knowledge, information, and belief.



Scott E. Beer
General Counsel
CII Holdco, Inc.

Sworn and subscribed before me this 23rd day of July, 2007.


Notary Public LINDA BEER

My commission expires 6-8-2011

STATE OF Connecticut

§

COUNTY OF Fairfield

§

§

VERIFICATION

I, Robert McNabb, state that I am the Senior Vice President of General Electric Capital Corporation; that I am authorized to make this Verification on behalf of General Electric Capital Corporation; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to General Electric Capital Corporation are true and correct to the best of my knowledge, information, and belief.

Robert McNabb

General Electric Capital Corporation

Sworn and subscribed before me this 25th day of July, 2007.

Mary E. Procaccini
Notary Public

My commission expires 04/30/2010 **MARY E. PROCACCINI**
NOTARY PUBLIC
MY COMMISSION EXPIRES APR. 30, 2010